

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
ENTERED

MAY 07 2001

In re:

Equalnet Communications Corp.,

Erudite Communications, Inc.
f/k/a EqualNet Corporation,

Rident Communications, Inc.
f/k/a USC Telecom, Inc.,

Debtors.

§ Chapter 11

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Case No. 00-37350-H4-11 Michael N. Milby, Clerk of Court

Case No. 00-37351-H4-11

Case No. 00-37353-H4-11

(Jointly Administered under Case No. 00-37350-H4-11)

**ORDER ON DEBTORS' AMENDED EMERGENCY MOTION TO ENFORCE
DEBTOR IN POSSESSION FINANCING ORDERS OR, ALTERNATIVELY,
FOR ENTRY OF SHOW CAUSE ORDER AND FOR SANCTIONS**

Came on for consideration the Debtors' Amended Motion to Enforce Debtor in Possession Financing Orders or, Alternatively, for Entry of Show Cause Order and for Sanctions (the "Motion") filed by Equalnet Communications Corp. ("ENET"), Erudite Communications, Inc. f/k/a EqualNet Corporation ("ENC") and Rident Communications, Inc. f/k/a USC Telecom, Inc. ("USC") (collectively, the "Debtors"). This Court, having reviewed the Motion, the Interim Order Authorizing (i) Postpetition Financing; (ii) Use of Cash Collateral; (iii) the Granting of Security Interests Under 11 U.S.C. § 364(c)(1); and (iv) the Granting of Replacement Liens Under 11 U.S.C. § 361(2), the Second Interim Order Authorizing (i) Postpetition Financing; (ii) Use of Cash Collateral; (iii) the Granting of Security Interests Under 11 U.S.C. § 364(c)(1); and (iv) the Granting of Replacement Liens Under 11 U.S.C. § 361(2), the Third Interim Order Authorizing (i) Postpetition Financing; (ii) Use of Cash Collateral; (iii) the Granting of Security Interests Under 11 U.S.C. § 364(c)(1); and (iv) the Granting of Replacement Liens Under 11 U.S.C. § 361(2), the Fourth Interim Order Authorizing (i) Postpetition Financing; (ii) Use of Cash Collateral; (iii) the Granting of Security Interests Under 11 U.S.C. § 364(c)(1); and (iv) the Granting of Replacement

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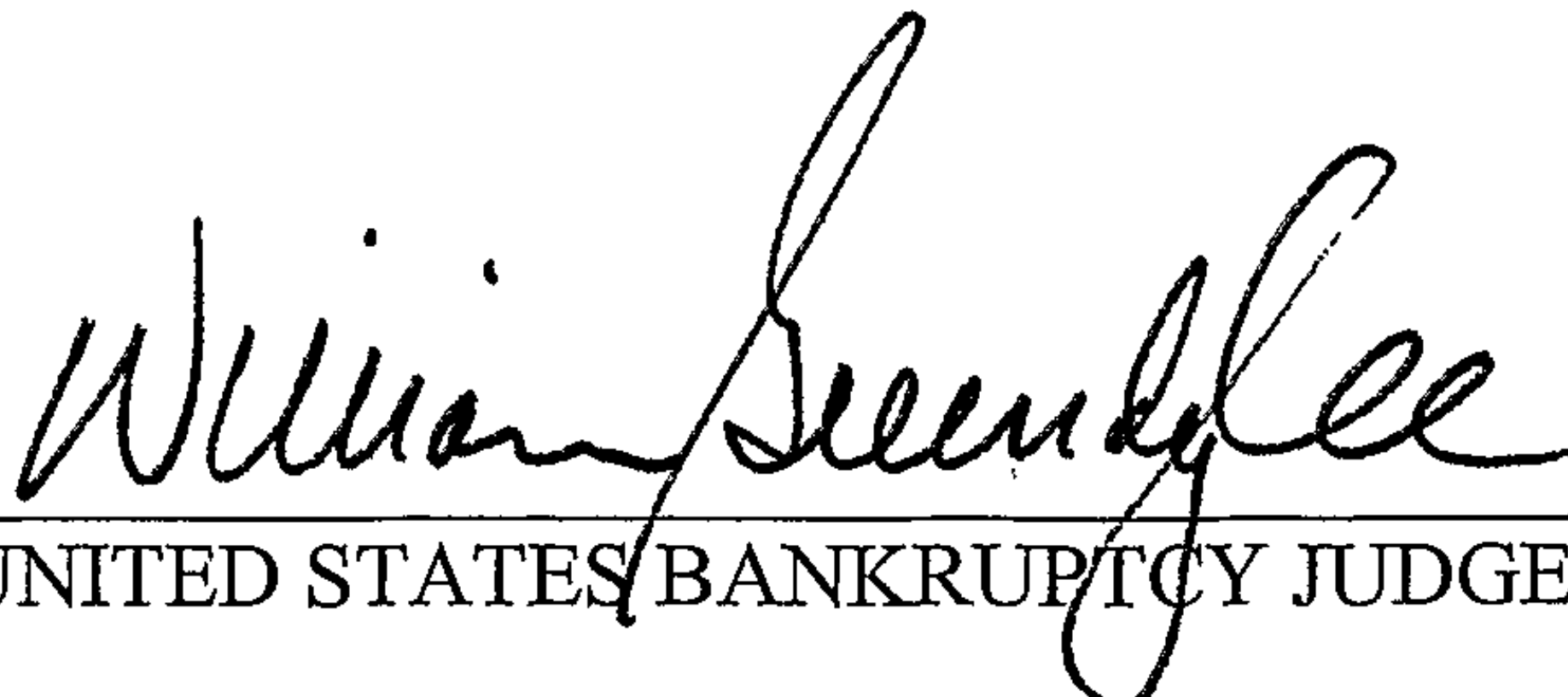
Liens Under 11 U.S.C. § 361(2), the Order Granting Debtor's Emergency Motion to Amend Fourth Interim Order Authorizing (i) Postpetition Financing; (ii) Use of Cash Collateral; (iii) the Granting of Security Interests Under 11 U.S.C. § 364(c)(1); and (iv) the Granting of Replacement Liens Under 11 U.S.C. § 361(2) (collectively, the "DIP Order") and the Amended Supplemental Order Approving Bid Procedures with Buyer Protection Provisions and Establishing (i) the Form and Manner of Notice for Sale of the Debtors' Assets and (ii) Other Related Provisions entered by the Court on April 16, 2001 (the "Amended Supplemental Order"), finds that the Motion is meritorious and is hereby GRANTED. It is, therefore,

ORDERED that the Debtors are hereby authorized to pay Brady, Chapman, Holland & Associates, or such other responsible party as may be necessary to effect the terms of this Order, the total amount of \$137,250.00, for the purchase of a one (1) year tail under the Debtors' director and officer liability insurance policy. Such payment shall be satisfied from funds currently held by the Debtors, exclusive of any and all funds received by the Debtors' estates in connection with the sale of the Debtors' assets to CCC GlobalCom Corp, Inc. It is further

ORDERED that, within one (1) day from the date hereof, RFC shall provide the Debtors with immediately available funds in an amount sufficient to satisfy all the obligations set forth in the April 4 Request and April 11 Request (as defined in the Motion). ~~It is further~~

~~ORDERED that absent RFC's compliance with the terms of this Order, upon notice provided by the Debtors, RFC shall appear before this Court to show just cause why it should not be held in civil contempt.~~ ^{US}

Dated this 4th day of May, 2001.


UNITED STATES BANKRUPTCY JUDGE